

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): June 19, 2020

Del Taco Restaurants, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36197
(Commission
File Number)

46-3340980
(IRS Employer
Identification No.)

**25521 Commercentre Drive
Lake Forest, CA 92630**
(Address of Principal executive offices, including Zip Code)

(949) 462-9300
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--|-------------------|---|
| Common Stock, \$0.001 par value per share | TACO | NASDAQ Capital Market |
| Warrants, each exercisable for one share of common stock | TACOW | NASDAQ Capital Market |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 24, 2020, Del Taco Restaurants, Inc. (the "Company") announced that, in connection with other actions being taken in response to the impacts of the COVID-19 pandemic, the Company's Chief Executive Officer, John D. Cappasola, Jr., and the other named executive officers elected to reduce their base salaries. The Company's Compensation Committee has reinstated the base salaries of Mr. Cappasola and the other named executive officers to their previous levels. In addition, the previously communicated reductions to fees for service on the Board for non-employee directors of the Company have also been reinstated.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 19, 2020, the Company held the annual meeting of stockholders to:

1. consider and vote upon a proposal to elect two directors to serve on the Company's board of directors as Class I directors;
2. consider and vote upon a proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 29, 2020; and
3. consider and vote upon a proposal to approve, on an advisory basis, the compensation paid to the Company's named executive officers.

There were 37,080,960 shares of the Company's common stock issued and outstanding on the record date of May 5, 2020 for the annual meeting of stockholders. The results for each matter voted on were as follows:

a. The Company's stockholders elected two nominees to serve on the board of directors as Class I directors, based on the following votes:

| <u>Nominee</u> | <u>Votes For</u> | <u>Withheld</u> | <u>Broker Non-Votes</u> |
|------------------|------------------|-----------------|-------------------------|
| Lawrence F. Levy | 22,821,404 | 2,069,412 | 6,363,295 |
| Eileen Aptman | 24,301,444 | 589,372 | 6,363,295 |

b. The Company's stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 29, 2020, based on the following votes:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstain</u> |
|------------------|----------------------|----------------|
| 30,765,422 | 450,006 | 38,683 |

c. The Company's stockholders approved, on an advisory basis, the compensation paid to the Company's named executive officers, based on the following votes:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|----------------|-------------------------|
| 24,076,144 | 572,475 | 242,197 | 6,363,295 |

SIGNATURE

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DEL TACO RESTAURANTS, INC.

By: /s/ Steven L. Brake
Name: Steven L. Brake
Title: Executive Vice President and Chief Financial Officer

Date: June 25, 2020